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COUNSEL FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	Hearing: March 28, 2005 @9:00 a.m.

AGENDA FOR HEARINGS ON MARCH 28, 2005 @9:00 A.M.

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on March 28, 2005 @9:00 a.m. as follows:

- Matter:** Expedited Motion of the Official Committee of Unsecured Creditors for Interim and Final Authority to Retain Mark Lipscomb as an Operation and Management Consultant, *Nunc Pro Tunc* as of February 1, 2005

Docket No.: 1303

Response deadline: March 23, 2005

Status of the matter: Going forward. No objection anticipated.

Related Documents:

- Request for Expedited Setting on Expedited Motion of the Official Committee of Unsecured Creditors for Interim and Final Authority to Retain

Mark Lipscomb as an Operation and Management Consultant, *Nunc Pro Tunc* as of February 1, 2005 [Docket Item #1304].

2. Certificate of Conference [Docket Item #1308].
3. Notice of Hearing [Docket Item #1313].
4. Committee's Witness and Exhibit List for March 28, 2005 Hearings [Docket Item #1334].

2. **Matter:** **Second Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #355, 510 W. Sam Rayborn Drive, Bonham, TX; (2) Authorizing Debtor to Sell Fuel and Grocery Inventories; and (3) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket No.: 1306

Response deadline: March 24, 2005

Status of the matter: Going forward. No objection anticipated.

Related Documents:

1. Notice of Hearing [Docket Item #1307].

3. **Matter:** **Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #3804, 7425 Mainland, San Antonio, Bexar County, TX; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. 363(f)**

Docket No.: 1309

Response deadline: March 24, 2005

Status of the matter: Going forward. No objection anticipated.

Related Documents:

1. Notice of hearing [Docket Item #1310].

4. **Matter:** **Motion for Order: (1) Authorizing Debtor to reject Leases at Store #412, 3201 North Freeway, Fort Worth, Texas; (2) Authorizing Debtor to Sell Equipment and Inventory Located at Store #412, 3201 North Freeway, Fort Worth, Texas; and (3) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. 363 (f)**

Docket No.: 1311

Response deadline: March 24, 2005

Status of the matter: Going forward. The Debtor anticipates an agreement with FFP Properties, L.P. and an opposition from GE Commercial Finance.

Related Documents:

1. Notice of hearing [Docket Item #1312].
2. Response and Limited Objection by FFP Properties, L.P., to Motion (Docket #1311) to Reject Leases Located at Store #412, 3201 North Freeway, Fort Worth, Texas [Docket Item #1314].
3. Limited Objection to Docket No. 1311 Motion for Order: (1) Authorizing Debtor to Reject Leases at Store #412, 3201 North Freeway, Fort Worth, Texas; (2) Authorizing Debtor to Sell Equipment and Inventory Located at Store #412, 3201 North Freeway, Fort Worth, Texas; and (3) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) *filed by General Electric Capital Business Asset Funding Corporation* [Docket Item #1341].
4. Witness and Exhibit list *filed by General Electric Business Asset Funding Corporation* [Docket Item #1342].

5. **Matter:** Motion of the Debtor for the entry of an Order Pursuant to Rule 9019(a) of the Federal Rules of Bankruptcy Procedure Approving the Compromise Settlement Agreement by and Between FFP Operating Partners, L.P. and Malik Latif

Docket No.: 1315

Response deadline: March 27, 2005

Status of the matter: Request pass to April 25, 2005 at 9:00 a.m.

Related Documents:

1. Committee's Response to Motion of the Debtor for the Entry of an Order Pursuant to Rule 9019(a) of the Federal Rules of Bankruptcy Procedure Approving the Compromise Settlement Agreement by and Between FFP Operating Partners, L.P. and Malik Latif [Docket Item #1330].

6. **Matter:** Motion (i) to Approve Abandonment of Property and (ii) Modify Order Granting Amended Motion to Assume and Assign Leases Relating to Location #223 filed by Economy Oil Company, Nu-Way Energy Corporation, Gas-N-Sav, Inc. and Southway, Inc.

Docket No.: 1321

Response deadline: N/A

Status of the matter: Motion for expedited hearing to be considered at docket call and motion 1321 may be considered. No objections anticipated. Going forward.

Related Documents:

1. Motion for Expedited Hearing [Docket Item #1322].
2. Notice of Expedited Hearing [Docket Item #1323]

COLVIN & PETROCCHI, L.L.P.

By: /s/Mark Petrocchi
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**COUNSEL FOR FFP OPERATING
PARTNERS, LP**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 24th day of March, 2005 he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark Petrocchi
Mark Petrocchi

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE: FFP OPERATING PARTNERS, LP Debtor.	§ Chapter 11 § § CASE NO. 03-90171-BJH-11 § §
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**FINAL ORDER GRANTING EXPEDITED MOTION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR INTERIM AND FINAL AUTHORITY TO RETAIN
MARK LIPSCOMB AS AN OPERATION AND MANAGEMENT CONSULTANT, *NUNC*
PRO TUNC AS OF FEBRUARY 1, 2005**

Came before the Court for consideration, the Expedited Motion of the Official Committee of Unsecured Creditors for Interim and Final Authority to Retain Mark Lipscomb ("Lipscomb") as an Operation and Management Consultant, *Nunc Pro Tunc* as of February 1, 2005 (the "Motion") filed by the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtor and debtor-in-possession (the "Debtor"). Based upon a review of

the pleadings on file, including the Affidavit of Mark Lipscomb attached to the Motion as Exhibit "C," the testimony of Lipscomb in support of the Motion, and the representation of counsel made at the hearing on the Motion, the Court makes the following findings:

- 1) The Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 157, and this matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- 2) Due and proper notice of the Motion has been provided to creditors and parties-in-interest in this case and no other or further notice needs to be provided.
- 3) Lipscomb represents no other interest or entities having an adverse interest in connection with this case and is a "disinterested" person pursuant to 11 U.S.C. § 101(14).
- 4) Because the employment of Lipscomb by the Committee is necessary and in the best interest of the Committee, the Debtor, and the Debtor's estate, and is in furtherance of the Committee's rights and obligations pursuant to that certain Creditors' Plan Term Sheet, dated December 21, 2004, the Court now finds that the Motion should be granted on a final basis. The Court further finds that all objections to the Motion have either been resolved or withdrawn.

Accordingly, based on the foregoing findings, it is therefore

ORDERED, ADJUDGED AND DECREED that the Motion is hereby granted on an final basis, *nunc pro tunc*, effective as of February 1, 2005; it is further

ORDERED that the Committee is hereby authorized pursuant to 11 U.S.C. § 1103(a) to employ and retain Lipscomb pursuant to the terms and conditions of the Retention Agreement (as defined in the Motion) as an operation and management consultant effective as of February 1, 2005, to provide such consulting services necessary to the Committee and as identified in the Motion and Retention Agreement, it is further

ORDERED that the Retention Agreement is approved in all respects; it is further

ORDERED that Lipscomb's compensation, as set forth in the Motion and the Retention Agreement, which provides that Lipscomb shall receive (a) a fixed monthly fee of \$20,000 for the first six months of his engagement, (b) a fixed monthly fee of \$15,000 for the succeeding six months, and (c) reimbursement of reasonable out-of-pocket expenses incurred in connection therewith, is approved pursuant to 11 U.S.C. § 328(a); it is further

ORDERED that upon the entry of this Order, the Debtor is directed to pay to Lipscomb a sum of \$20,000 as compensation for services rendered to the Committee during the month of February, 2005, and after submission of a report detailing reasonable expenses incurred during such month, the Debtor shall reimburse Lipscomb for such expenses; and it is further

ORDERED that by the tenth day of each succeeding month, Lipscomb shall submit an invoice to the Debtor requesting payment for services rendered and expenses incurred during the previous month and the Debtor shall pay such invoice by the twenty-fifth day of the same month.

Prepared by:

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Jason N. Bramlett (24031875)

Gardere Wynne Sewell LLP

3000 Thanksgiving Tower

1601 Elm Street

Dallas, Texas 75201-4761

--and--

Paul M. Nussbaum, Esquire

Brent C. Strickland, Esquire

Whiteford, Taylor & Preston, L.L.P.

Seven Saint Paul Street, Suite 1400

Baltimore, Maryland 21202

ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS

FINAL ORDER GRANTING EXPEDITED MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR INTERIM AND FINAL AUTHORITY TO RETAIN MARK LIPSCOMB AS AN OPERATION AND MANAGEMENT CONSULTANT, *NUNC PRO TUNC* AS OF FEBRUARY 1, 2005 - Page 3 of 4
DALLAS 1509555v1

End of Order # #

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE: § CHAPTER 11 PROCEEDING
§
FFP OPERATING PARTNERS, LP § CASE NO. 03-90171-BJH-11
§
DEBTOR, §

**ORDER AUTHORIZING DEBTOR
TO SELL EQUIPMENT LOCATED AT STORE #3804, 7425 MAINLAND, SAN
ANTONIO, TEXAS; FREE AND CLEAR OF LIENS, CLAIMS AND
ENCUMBRANCES**

Came on for hearing the Motion for Order: (1) Authorizing Debtor to Sell Equipment located at Store #3804, 7425 Mainland, San Antonio, Bexar County, Texas, and (2) Approving Such Sale, Free and Clear of Liens Pursuant to 11 U.S.C. §363(f), and the court having received no objections, and having considered the announcements made in open court, and the proffer of evidence, was of the opinion that the relief requested should be granted.

It is therefore ORDERED that pursuant to §363(b) of the United States Bankruptcy Code, the Debtor is hereby authorized to sell the interest of the Debtor in the below described equipment located at Store #3804, 7425 Mainland, San Antonio, Bexar County, Texas, that is owned by the Debtor to Ali Akbar, or his assigns, for a purchase price of \$4,500.00 (the "Proceeds") and that such sale shall be "as is" without representation or warranty.

It is further ORDERED that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest") except as provided herein, with any such interest attaching to the sale Proceeds. The sale of these assets shall not be free of ad valorem tax liens for the year 2005.

It is further ORDERED that any asset not belonging to the Debtor, including any assets owned by the landlord, or any other party, shall not be conveyed or assigned by this order.

It is further ORDERED that the Debtor is hereby authorized and directed to use a portion of the proceeds to pay the secured ad valorem tax claims of approximately \$1,800.00.

It is further ORDERED that the Debtor shall place in a restricted account the proceeds of the sale of property, net of ad valorem taxes.

It is further ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks") after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

SIGNED this ____ day of _____, 2005.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared by:

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR	§	

**ORDER GRANTING MOTION TO REJECT LEASES AT STORE #412, 3201
NORTH FREEWAY, FORT WORTH, TEXAS; AND FOR AUTHORITY TO
SELL EQUIPMENT AND INVENTORY**

CAME ON FOR CONSIDERATION the Motion to Reject Leases at Store #412, 3201 North Freeway, Fort Worth, Texas, and for Authority to Sell Equipment and Inventory, (the "Motion") (Docket Item #1311). The court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and § 1334. The court finds that this is a core proceeding pursuant to 28 U.S.C. §157. The court finds that this matter is governed primarily by 11 U.S.C. §365(a) and §363. After reviewing the Motion, and the Response and Limited objection by FFP Properties, L.P., to Motion (Docket #1314) to reject Leases Located at Store #412, 3201 North Freeway, Fort Worth, Texas, and the representations made by counsel in open court, the court is of the opinion that the relief requested should be granted.

It is therefore ORDERED that the Debtor be and is hereby authorized to reject the leases and contracts described on the attached Exhibit "A" related to Store #412, 3201 North Freeway, Fort Worth, Texas, as of March 31, 2005.

IT IS FURTHER ORDERED that the landlord of this property, is authorized to take possession of this Property at any time after the rejection date. The automatic stay pursuant to §362 of the Bankruptcy Code is hereby modified as of the rejection date to the extent applicable to the Properties to allow the respective Landlords to take possession of this Property, and for the purpose of allowing any of the Landlords to terminate or to confirm the termination of the respective leases by sending notice to any lender as required by any of the leases, applicable law or any other document. The entry of this Order is without prejudice to the rights of any of the landlords to continue to lease the Properties to a third party, including a sub-tenant, if applicable.

IT IS FURTHER ORDERED that nothing contained in this Order shall prejudice the rights of the Landlords to assert an unsecured claim arising from the rejection of the leases on this Property.

IT IS FURTHER ORDERED that the entry of this Order is without prejudice to the rights of any Landlord with respect to any underground storage tanks (USTs) which the Debtor allegedly owned, operated or controlled, whether currently or in the past, on any of the Properties.

IT IS FURTHER ORDERED that the sale of the fuel inventory at this location to Ash & Sunny, Inc., or its assign, is authorized at the 95% of Debtor's laid in cost and merchandise inventory at Debtor's retail price less 36% discount. With respect to any fuel inventory sold, laid in costs shall mean the cost to the Debtor, including specifically identifiable transportation expenses.

IT IS FURTHER ORDERED that the Debtor is authorized to sell its equipment to Ash Sunny, Inc. or its assign for \$25,000.00.

IT IS FURTHER ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the inventory and equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds. Provided however, the sale of assets authorized herein shall not be free and clear of any unpaid 2005 ad valorem taxes.

IT IS FURTHER ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order.

IT IS FURTHER ORDERED that the Debtor is authorized and directed to pay any and all unpaid 2003 and 2004 personal property ad valorem taxes outstanding, and may pay pro rated 2005 personal property ad valorem taxes as of the date of sale in connection with the assets sold. Provided however, the amount of ad valorem taxes paid by the Debtor shall not exceed the proceeds received by the Debtor for the sale of assets.

IT IS FURTHER ORDERED that the Debtor be and is hereby authorized and directed to hold the Proceeds of the sale of assets, net of taxes, in a restricted account pending further order of this court.

IT IS FURTHER ORDERED that the entry of this order is without prejudice to the right of FFP Properties, L.P. to assert that it is entitled to the relief requested in its

Response and Limited Objection to Motion to Reject Leases located at Store #412, 3201 North Freeway, Fort Worth, Texas.

IT IS FURTHER ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks") after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

IT IS FURTHER ORDERED that the rejection shall not excuse the Debtor from timely performing all of its obligations under the leases pursuant to 11 U.S.C. 365(d)(3).

IT IS FURTHER ORDERED that nothing contained in this Order shall prejudice the rights of the landlords to assert unsecured or administrative claims arising from the rejection of the leases on the Properties.

IT IS FURTHER ORDERED that the entry of this order shall not prejudice the right of the landlord or any other lessor or party to a contract to continue that lease or contract with the Debtor, a third party or subtenant if applicable.

SIGNED this ____ day of _____, 2005.

HONORABLE BARBARA J. HOUSER
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "A"

DEBTOR LEASES AND/OR CONTRACTS TO BE REJECTED:

1. LAND AND BUILDING LEASE:
FFP PROPERTIES, L.P.
Craig T. Scott, President
4204 N. E. 28th Street
Fort Worth, TX 76117
Phone: 817.838.4707
Fax: 817.838.4776
2. DAT Load Board System Contract:
TransCore Commercial Services Group
Attn: Mark Docherty, Manager Truck Stop Services
11000 S.W. Stratus Street, Suite 100
Beaverton, OR 97008
Phone: 1.800.523.1205
3. CAT SCALE AGREEMENT:
Cat Scale Co. of Texas, L.P.
Attn: Will Moon
P. O. Box 630
Walcott, IA 52773
4. BILLBOARD LEASE:
Clear Channel
Attn: Tony Sawyer, R.E. Manager
3700 E. Randol Mill Road
Arlington, TX 76040
Phone: 817.355.1350

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR
TO SELL EQUIPMENT FUEL AND GROCERY INVENTORY LOCATED AT
STORE #355, 510 W. SAM RAYBORN DRIVE, BONHAM, TEXAS;
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Came on for consideration, the Second Motion for Order Authorizing Debtor to Sell Equipment Located at Store #355, 510 W. Sam Rayborn Drive, Bonham, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) ("Motion") (Docket Item #1175), and the court having received no objections to the Motion, by the announcements made in open court, the proffer of evidence and the argument of counsel, was of the opinion that the relief requested should be granted.

It is therefore hereby ORDERED that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment located at Store #355 (the "Equipment"), 510 W. Sam Rayborn Drive, Bonham, Texas (the "Bonham Location") to S.S.O.S. Realty Group, Inc. or its assign for \$10,000, plus 95% of the laid in cost for fuel inventory, plus the Debtor's retail price less a 36% discount for in store inventory, with such sale to be "as is" without representation or warranty.

It is further ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the Equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to

the sale proceeds; provided however, the sale of assets shall be subject to the liens of all taxing authorities for taxes owed for the tax year 2005.

It is further ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order.

It is further ORDERED that the Debtor is hereby authorized and directed to pay the proceeds of any sale of assets at the Bonham Location to any recognized lienholder in conjunction with that sale within two business days of the receipt of funds from the purchaser.

It is further ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks") after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

It is further ORDERED that the Debtor is hereby authorized and directed to pay any and all personal property ad valorem taxes due in connection with the sale of the equipment at the Bonham Location, provided that such payments do not exceed the proceeds of the sale. The Debtor may in its discretion pay a pro rata portion of the 2005

ad valorem taxes if required to close the sale of the equipment. The proceeds of sale, if any, shall be paid to ad valorem taxing authorities for 2003, 2004 and pro rated 2005 in the approximate amount of \$7,794.74 with the balance to be paid to GMAC Commercial Mortgage Corporation.

Signed this ____ day of _____, 2005.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

FFP Operating Partners, LP
20 Largest and NOA
Mailing Matrix
Updated: 3-17-05

Aetna
James S. Wilson/National Collections
1425 Union Meeting Road
Blue Bell, PA 19422

Affiliated Food Inc
P O Box 2865
Amarillo TX 79105-9979

Big Red/7up Bottling S Tex
Mr. Alan Gallaway
P O Box 200243
San Antonio, TX. 78220-0243

Bob Bodoïn/Randy Agnew
Bodoïn Burnside Burge & Agnew PC
801 Cherry St., Ste. 3450, Unit #31
Fort Worth, TX 76102

Bob Byrnes
2801 Glenda Avenue
Fort Worth, TX 76117-4391

Bordens
P.O. Box 972431
Dallas, TX 75397-2431

Cenex
Division of CHS Corporation
P.O. Box 64089
St. Paul, MN 55164-0089

Citgo Petroleum Corp
S. Jeffrey Bednar
P.O. Box 3758
Tulsa, OK 74102

Coca-Cola Enterprises, Inc.
William Kaye
31 Rose Lane
Rockaway, NY 11518

Conoco Branded
1330 Plaza Office Bldg
315 Johnstone
Bartlesville, OK 74004

Diamond Shamrock Branded
1 Valero Way
San Antonio, TX. 78249

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Office of the Tex. Atty. General
Bankruptcy & Collections Division
P.O. Box 12548 MC-008
Austin, TX 78711-2548

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112 East Pecan St. Ste. 1600
San Antonio, TX 78205

F. John Istre
Cowles & Thompson
GMAC Commercial Mortgage Corp.
901 Main Street, Suite 4000
Dallas, TX 75202-3707

Fina Hybrid
7616 LBJ Freeway
Suite 300
Dallas, TX 75251-1100

Mortgage Acceptance Co.
108 Corporate Park Dr.
Suite 301
White Plains, NY 10604

Frito Lay Inc
75 Remittance Dr Ste 1074
Chicago IL 60675-1074

Grocery Supply Company
Mary Ann Farmer
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Sulphur Springs, TX 75483

Paul M. Nussbaum
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Mail Code 5020-DAL
1100 Commerce St., Rm. 9B8
Dallas, TX 75242

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Clinton, OK 73601

Mr. Todd V. Jones
GE Capital Franchise Finance Corp.
General Electric Capital Corp.
10900 NE 4th Street, Suite 500
Bellevue, WA 98009-7550

Pete Neutze
Neutze Properties Limited
2066 East Main Street
Uvalde, TX 78801

Premcor Refining Gp. Inc
8182 Maryland Ave.
St. Louis, Mo. 63105

R. Lee Barrett
Forshey & Prostok, L.L.P.
777 Main Street, Suite 1290
Fort Worth, TX 76102

Rice Wholesale Co., Inc.
Chad Pickel
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Po Box 323
Bristol, Va. 24203

Robert J. Clary
Owens, Clary & Aiken, LLP
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Southwest Division Coca-cola
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Dallas TX 75284-8088

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Steve K. Rutherford
McLeroy, Litzler, Rutherford et al
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Sulphur Springs, TX 75483

Sysco Food (San Antonio)
P O Box 1981
San Antonio, TX 78297-1981

Tim Cathy
AMC of America
600 E. Las Colinas, Suite 200
Irving, TX 75039

Franchise Mortgage Acceptance Co.
108 Corporate Park Dr.
Suite 301
White Plains, NY 10604

TXU Energy (660161)
P. O. Box 660161
Dallas, TX 75266-0161

Tonya Ramsey
2001 Ross Avenue
3700 Trammell Crow Center
Dallas, TX 75201-2975

TXU Energy Retail Company
Dan Carey or Teri Mace
1601 Bryan, 7th Floor
Dallas, TX 75201

United States Trustee
1100 Commerce Street, Room 9C60
Dallas, TX 75242

Wells Fargo Bank
Kingsville Main
601 S. 14th Street
Kingsville, TX 78363

Banco Popular, N.A.
John R. Jones
Delgado, Acosta, Braden & Jones, P.C.
221 N. Kansas Street, Suite 2000
El Paso, TX 79901

Tim Truman, Attorney
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Missouri, Gary Barnhart
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